

Exhibit A

MENDOCINO COAST HEALTH CARE DISTRICT

RESOLUTION NO. 2011-5

**RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY
OF AN INDENTURE AND A BOND PURCHASE AGREEMENT AND
AUTHORIZING CERTAIN OTHER ACTIONS IN CONNECTION
WITH THE ISSUANCE, SALE AND DELIVERY OF THE DISTRICT'S
2011 HIT/EHR TAXABLE REVENUE BONDS**

RESOLVED, by the Board of Directors (the "Board") of the Mendocino Coast Health Care District (the "District"), as follows:

WHEREAS, the District desires to finance certain health information technology/electronic health records (HIT/EHR) equipment and software (the "Project");

WHEREAS, the District finds and determines that, in order to finance the Project, it is in the best interests of the District at this time to issue its Mendocino Coast Health Care District 2011 HIT/EHR Taxable Revenue Bonds (the "Bonds");

WHEREAS, the Bonds will be payable from "Available Moneys," being all legally available moneys, income, receipts and moneys received by or on behalf of the District, excluding gifts, grants, bequests, donations and contributions to the extent specifically restricted by the donor to a particular purpose inconsistent with their use for the payment of debt service on the Bonds and excluding *ad valorem* tax revenue securing general obligation bonds of the District; *provided, however*, that the application of Available Moneys for the payment of debt service on the Bonds will be subject to any pledges of such revenues, income, receipts and moneys received by or on behalf of the District heretofore or hereafter made by the District; and

WHEREAS, the District has determined to authorize the officers of the District to take all necessary action to accomplish the issuance, sale and delivery of the Bonds;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of Mendocino Coast Health Care District as follows:

Section 1. The Project is hereby authorized and approved with such changes as are finally approved by two of the following officers: the President of the Board of Directors of the District, the Chief Executive Officer and/or the Chief Financial Officer.

Section 2. The issuance of the Bonds in the aggregate principal amount of not to exceed \$2,500,000 is hereby authorized and approved.

Section 3. The form of indenture between the District and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee"), as presented to this meeting (the "Indenture"),

is hereby approved. The President of the Board of Directors of the District, the Chief Executive Officer and/or the Chief Financial Officer are hereby authorized and directed, for and in the name of the District, to execute and deliver the Indenture in substantially the form presented to this meeting, with such changes therein as the officer executing the same may approve, such approval to be conclusively evidenced by the execution and delivery of the Indenture. The date, maturity dates, interest rates, interest payment dates, denominations, forms, registration privileges, place or places of payment, terms of redemption and other terms of the Bonds shall be as provided in the Indenture, as finally executed.

Section 4. The form of bond purchase agreement between the District and UHC of California (the "Purchaser"), relating to the Bonds, as presented to this meeting (the "Bond Purchase Agreement"), is hereby approved. The President of the Board of Directors of the District, the Chief Executive Officer and/or the Chief Financial Officer are hereby authorized and directed for and in the name of the District, to execute and deliver a Bond Purchase Agreement in substantially the form presented to this meeting, with such changes therein as the officer executing the same may approve, such approval to be conclusively evidenced by the execution and delivery of the Bond Purchase Agreement, so long as the term of the Bonds does not exceed five years and the interest rate payable on the Bonds is not greater than 4%.

Section 5. The President of the Board of Directors of the District, the Chief Executive Officer and/or the Chief Financial Officer are hereby authorized and directed, for and in the name of the District, to execute and deliver any other documents as may be deemed necessary or appropriate to implement the Project or to issue the Bonds, such approval to be conclusively evidenced by the execution and delivery of such documents.

Section 6. The Bonds shall be executed by the manual or facsimile signature of two of the following officers: the President of the Board of Directors of the District, the Chief Executive Officer and/or the Chief Financial Officer, and attested by the manual or facsimile signature of the Secretary or Assistant Secretary of the Board of Directors of the District, in the form set forth in and otherwise in accordance with the Indenture.

Section 7. The Bonds, when so executed, shall be delivered to the Trustee for authentication by the Trustee. The Trustee is hereby requested and directed to authenticate the Bonds by executing the Trustee's Certificate of Authentication appearing thereon, and to deliver the Bonds, when duly executed and authenticated, to the purchaser thereof in accordance with written instructions of the District. Said instructions shall provide for the delivery of the Bonds to the purchaser thereof upon payment of the purchase price thereof.

Section 8. The Secretary or the Assistant Secretary of the Board of Directors of the District is hereby authorized and directed to attest the signature of the President of the Board of Directors of the District, the Chief Executive Officer and/or the Chief Financial Officer and to affix and attest the seal to the District as may be required in connection with the execution and delivery of the Indenture, the Bond Purchase Agreement and the Bonds in accordance with this Resolution.

Section 9. The President of the Board of Directors of the District, the Chief Executive Officer and/or the Chief Financial Officer and the other officers of the District are each hereby authorized and directed to do the following with respect to the issuance of the Bonds:

a. Take any and all actions and execute, acknowledge, deliver and file any and all agreements, instruments or other documents of any kind required of the District; and

b. Act as an agent to the District for the purposes of issuing the Bonds and any additional negotiations, authorizations, approval, executions, consents, notices, deliveries or other acts required to issue such Bonds.

Section 10. All actions taken by the President of the Board of Directors of the District, the Chief Executive Officer and/or the Chief Financial Officer and other officers or directors of the District which have been undertaken to date or which will be undertaken with respect to the planning, negotiation, authorization, approval and implementation of the financing plan are hereby ratified, confirmed and approved in all respects.

Section 11. This resolution shall take effect immediately.

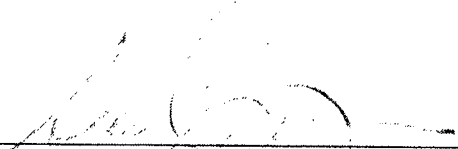
PASSED AND ADOPTED this 1st day of November, 2011, by the following vote:

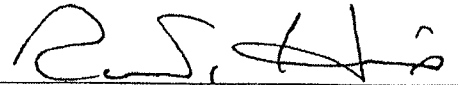
AYES: Graham, Jauregui-Darland, Hogan

NOES: None

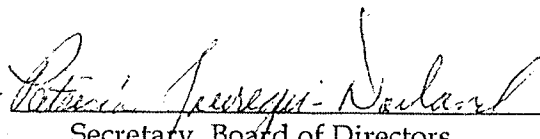
ABSENT: Kermen

ABSTAINING: Birdsell

By 
President, Board of Directors or
Chief Executive Officer
Mendocino Coast Health Care District

By 
Chief Executive Officer or
Chief Financial Officer
Mendocino Coast Health Care District

I hereby certify that the foregoing resolution was duly adopted at an adjourned regular meeting of the Board of Directors of the Mendocino Coast Health Care District held on the 1st day of November, 2011.

By 
Secretary, Board of Directors
Mendocino Coast Health Care District



CALIFORNIA DEBT AND INVESTMENT ADVISORY COMMISSION

915 CAPITOL MALL ROOM 400
PO BOX 942809
SACRAMENTO CA 94209-0001
TELEPHONE: (916) 653-3269
FAX: (916) 654-7440

December 5, 2011

TO: Blythe Fleet
Quint & Thimmig LLP
575 Market Street, Suite 3600
San Francisco, CA 94105-2874

FROM: Mark Campbell, Executive Director

RE: ACKNOWLEDGEMENT OF REPORT OF PROPOSED DEBT ISSUANCE

California Government Code Section 8855 requires written notice to be given to the California Debt and Investment Advisory Commission (CDIAC) no later than 30 days prior to the proposed sale of any public agency debt issue.

CDIAC acknowledges receipt of your notice of the following proposed debt issuance:

CDIAC Number: 2011-1517
Issuer: Mendocino Coast Health Care District
Project: HIT/EHR
Proposed Amount: \$2,500,000
Proposed Sale Date: December 08, 2011
Date Notice Received: December 02, 2011

Issuers may electronically file the Report of Final Sale through CDIAC's website, using the following information:

CDIAC Number: 2011-1517
Password: 157100

A CDIAC Number and Password will be provided for each electronic filing of the Report of Proposed Debt Issuance. This information is unique to this filing and must be used for any subsequent reporting under this CDIAC Number.

Please submit the Report of Final Sale and the Official Statement/Offering Memorandum or other Bond Documents in accordance with Government Code Section 8855 on this issue within 45 days of the signing of the bond purchase contract or the acceptance of a bid to purchase the debt, to www.treasurer.ca.gov/cdiac/reporting.asp under the heading "Reporting Forms". Official Statements/Offering Memorandums or other Bond Documents can be sent by e-mail to CDIAC_issuance@treasurer.ca.gov.

Any questions regarding reporting requirements may be directed to CDIAC's Data Unit at (916) 653-3269.

Cc: Raymond Hino
Chief Executive Officer